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May 06 1997 8:00am
Secretary of State

PROFIT CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # 819220 (5)
1. Corporation Name
KIDDER, PEABODY & CO., INCORPORATED



Principal Place of Business: C/O GE CAPITAL CORP., 777 LONG RIDGE ROAD, STAMFORD CT 06827 US
Mailing Address: DEPT. 8109, 280 LONG RIDGE RD., STAMFORD CT 06827-1600 US

3. Date Incorporated or Qualified: 12/16/1965
3a. Date of Last Report: 04/14/1996

2. Principal Place of Business (21-24) and 2a. Mailing Address (26-30) fields with sub-sections for Suite, City & State, Zip, and Country.

4. FEI Number: 13-5650440
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing: \$5.00 May Be Added to Fees
6. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes [], No [X]

9. Name and Address of Current Registered Agent: CT CORPORATION SYSTEM, 1200 S. PINE ISLAND ROAD, PLANTATION FL 33324

10. Name and Address of New Registered Agent (81-85) fields for Name, Street Address, City, and Zip Code.

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: Signature, typed or printed name of registered agent and title (if applicable). (NOTE: Registered Agent signature required when re-filing.) DATE:

12. OFFICERS AND DIRECTORS table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and DELETE checkbox. Includes entries for JOHN LIFTIN, RICHARD W. O'DONNELL, THOMAS F. RYAN JR., EILEEN M. SKEVIN, GILBERT R. OTT, and JOSEPH P. MARTORELLA.

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12 table with columns for TITLE, NAME, STREET ADDRESS, CITY-ST-ZIP, and Change/Addition checkboxes. Includes handwritten entry for ASST TREAS. TAXES: GARY J. SCHULMAN, 280 Long Ridge Rd, Stamford CT 06902.

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (9/96)